



# TRANSWARRANTY FINANCE LIMITED

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April 2, 2025

**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
**Symbol:** TFL

**Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code:** 532812

Dear Sir/Madam,

**Subject: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Postal Ballot of Transwarranty Finance Limited**

Pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the copy of Notice of Postal Ballot along with the Explanatory Statement ("Notice") dated Monday, March 31, 2025 sent today i.e April 02, 2025, to the members of the Company to seek approval by way of remote electronic voting ("e-voting") in respect of the special businesses as set out in the Notice.

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of the Listing Regulations, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email address with the Company/Depository(s)/ Registrar and Share Transfer Agent/ respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, March 28, 2025.

The Company has engaged the services of National Securities Depository Limited, for providing e-voting facility to its members. The e-voting period commences on Friday, April 04, 2025 at 9.00 A.M. (IST) and ends on Saturday, May 03, 2025 at 5:00 P.M. (IST).

This intimation will also be made available on the Company's website.

We request you to kindly take this on record.

Yours faithfully,  
For **Transwarranty Finance Limited**

**Suhas Borgaonkar**  
Company Secretary and Compliance Officer  
Membership No. A3391

**Encl:** a/a

**CIN: L65920MH1994PLC080220**

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965  
Fax: 6630 0999 / 4001 0999 • e-mail : [mail@transwarranty.com](mailto:mail@transwarranty.com) • website:[www.transwarranty.com](http://www.transwarranty.com)



# TRANSWARRANTY FINANCE LIMITED

**TRANSWARRANTY FINANCE LIMITED**

**CIN: L65920MH1994PLC080220**

**Regd. Office:** 403, Regent Chambers, Nariman Point, Mumbai - 400021

**Tel.:** Tel: 6630 6090 / 2204 7965 **Email:** [mail@transwarranty.com](mailto:mail@transwarranty.com) **Website:** [www.transwarranty.com](http://www.transwarranty.com)

## **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

NOTICE is hereby given that pursuant to Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/ 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars') as amended from time to time and all other applicable laws, rules and regulations, if any, Transwarranty Finance Limited ('the Company') is seeking consent of the members of the Company on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ('e-voting').

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts pertaining to the said resolutions are also attached with this Notice of the Postal Ballot.

The Board of Directors of the Company has appointed CS Yogesh Sharma (ICSI Membership No. FCS 11305), M/s. Yogesh Sharma & Co, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities as amended from time to time, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead through the physical postal ballot form(s). For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL'). Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting.

The e-voting period commences from 9:00 A.M. (IST) on Friday, April 04, 2025 and ends at 5:00 P.M. (IST) on Saturday, May 03, 2025. The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be announced on or before Tuesday, May 06, 2025. The said results along with the Scrutinizer's Report would be intimated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at [www.transwarranty.com](http://www.transwarranty.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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# TRANSWARRANTY FINANCE LIMITED

## **SPECIAL BUSINESS:**

### **ITEM NO. 1: APPROVAL FOR APPOINTMENT OF MR. SACHIDANANDAN MENON (DIN: 06642819) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and pass the following resolution as ***Special Resolution***:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and Regulation 16, 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of Mr. Sachidanandan Menon (DIN: 06642819), as a Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of director, as a Non-executive Independent Director, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years, i.e. from February 4, 2025 upto February 3, 2030;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder, Mr. Menon, be paid sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** any one of the Director of the Company and Company Secretary and Compliance Officer be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary or expedient and to sign and execute all necessary documents, deeds, returns and applications to give effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

### **ITEM NO. 2: APPROVAL FOR RE-APPOINTMENT OF MR. RAMACHANDRAN UNNIKRISHNAN (DIN: 00493707), CHIEF FINANCIAL OFFICER AS AN EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 (FIVE) YEARS**

To consider and pass the following resolution as an ***Ordinary Resolution***:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) including the rules framed thereunder, read with Schedule V to the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions of the Listing Regulations and relevant circulars issued by the Reserve Bank of India (“RBI”) from time to time (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary and in terms of Articles of Association of the Company, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as an Executive Director of the Company for a period of five years with effect from February 24, 2025 upto February 23, 2030, which was recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board of Directors of the Company and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner proposing his candidature for the

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# TRANSWARRANTY FINANCE LIMITED

office of the Director on such terms and conditions and remuneration as set out below and detailed in the explanatory statement annexed hereto;

**RESOLVED FURTHER THAT** Mr. Unnikrishnan shall be liable to retire by rotation as per section 152(6) of the Act and that on his re-appointment as a director immediately on retirement by rotation, he shall continue to hold office as an Executive Director and such re-appointment shall not be deemed to constitute a break in his appointment as an Executive Director;

**RESOLVED FURTHER THAT** any one of the Director of the Company and Company Secretary and Compliance Officer be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary or expedient and to sign and execute all necessary documents, deeds, returns and applications to give effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

## **ITEM NO. 3: APPROVAL FOR APPOINTMENT OF MS. RHUJUTA D. KENE (DIN: 11014930) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY FOR THE FIRST TERM OF 5 (FIVE) CONSECUTIVE YEARS**

To consider and pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder and Regulation 16, 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination, Remuneration and Compensation Committee and approval of the Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of Ms. Rhujuta D. Kene (DIN: 11014930), as a Non-executive Independent Woman Director of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, as a Non- executive Independent Woman Director, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years i.e. from March 27, 2025 upto March 26, 2030;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder, Ms. Kene, be paid sitting fees of such amount for attending the meetings of the Board or any committee thereof as may be decided by the Board from time to time and subject to such limits prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** any one of the Director of the Company and Company Secretary and Compliance Officer be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary or expedient and to sign and execute all necessary documents, deeds, returns and applications to give effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

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# TRANSWARRANTY FINANCE LIMITED

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Place: Mumbai

Date: March 31, 2025

By order of the Board  
For Transwarranty Finance Limited

Sd/-

**Suhas Borgaonkar**

Company Secretary and Compliance Officer

Membership No. A3391

**CIN: L65920MH1994PLC080220**

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## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts and reasons relating to the resolutions in respect of the business set out above is annexed hereto and forming part of this Postal Ballot Notice.
2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide e-voting facility to Members of the Company to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL.
3. In terms of the guidelines provided by the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants ("DPs") and whose names appear in the register of Members/list of beneficial owners as on the Cut-off date i.e., Friday, 28 March 2025. All the Members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off date shall treat this Notice for information purpose only. In this Notice, the terms Member(s) or shareholder(s) are used interchangeably.
4. In line with the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
5. The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under *Note no. E* to enable the Company to provide all communications through email.
6. SEBI has mandated that any service request from Members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details (ISR-1) and nomination (SH-13/ISR-3). Members are requested to submit the aforesaid Forms duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Forms, to register or update:
  - a. PAN, KYC details and nomination;
  - b. E-mail address to receive all communications through electronic means.
7. Members have an option to submit the said Forms in-person at any of the branches of MUFG Intime India Private Limited, physical forms can be sent through post at following address:

C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083  
Tel: (0) 8108116767  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective DPs.

All the queries or service requests in electronic mode are to be raised only through the RTA's website at [https://liiplweb.linkintime.co.in/helpdesk/Service\\_Request.html](https://liiplweb.linkintime.co.in/helpdesk/Service_Request.html) or by registering on SWAYAM portal by accessing this link <https://swayam.linkintime.co.in>.
8. In accordance with the MCA Circulars, the relevant documents referred to in this Postal Ballot Notice will be made accessible for inspection through electronic mode.
9. The Board, at its meeting held on February 04, 2025, has appointed CS Yogesh Sharma (ICSI Membership No. FCS 11305), M/s. Yogesh Sharma & Co, Practising Company Secretary, as the 'Scrutinizer' for conducting the postal ballot e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
10. Dispatch of the Notice shall be deemed to be completed on the day on which Company sends out the Postal Ballot Notice by e-mail to the members of the Company.
11. Postal Ballot Notice is also available on the website of the Company i.e. [www.transwarranty.com](http://www.transwarranty.com) and can also be downloaded by accessing website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the relevant sections of the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at

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[www.nseindia.com](http://www.nseindia.com) .

12. The remote e-voting period commences from April 4, 2025 at 9.00 a.m. (IST) and ends on May 3, 2025 (IST). Members whose names appear on the Register of Members/List of Beneficial Owners as on March 28, 2025, i.e. the cut-off date, will be considered for the purpose of voting. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. The e-voting module shall be disabled by NSDL for voting after May 03, 2025 at 5.00 p.m. (IST). Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.
13. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to [mail@transwarranty.com](mailto:mail@transwarranty.com) mentioning their Name, Client ID and DP ID.
14. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. May 03, 2025. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
15. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING" of Postal Ballot Notice.
16. The Scrutiniser shall, after conclusion of the voting period, submit his report, within prescribed timelines to the Chairman and Managing Director of the Company, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutiniser's report on the Company's website at [www.transwarranty.com](http://www.transwarranty.com) as well as on the NSDL website and shall also be communicated to the stock exchanges, within two working days from last date of voting, i.e. on or before May 06, 2025 at or about 5:00 p.m. and the outcome will be made available at the registered office as well as at the corporate office of the Company. Subject to receipt of requisite number of votes, the resolution(s) mentioned in the Notice shall be deemed to be passed on May 03, 2025, i.e., last day of the e-voting period.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Friday, April 4, 2025 at 9.00 a.m. (IST) and ends on Saturday, May 3, 2025 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, March 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11.11.2024, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

In order to increase the efficiency of the voting process, it is decided by the above stated SEBI's Master Circular which enables evoting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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## A. Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>





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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## **B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

**CIN: L65920MH1994PLC080220**

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# TRANSWARRANTY FINANCE LIMITED

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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## C. Cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

## D. General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csymsharma@gmail.com](mailto:csymsharma@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Prajakta Pawle at [prajaktap@nsdl.com](mailto:prajaktap@nsdl.com)

## E. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [mail@transwarranty.com](mailto:mail@transwarranty.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [mail@transwarranty.com](mailto:mail@transwarranty.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

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# TRANSWARRANTY FINANCE LIMITED

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT AND / OR REGULATION 36(3) OF THE LISTING REGULATIONS:**

As required by Section 102 of the Act and the Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 to 3 of the accompanying Notice dated March 31, 2025:

### **For Item No. 1:**

With a view to strengthen the Board with professionals from diversified background, the Board, at its meeting held on February 4, 2025, based on the recommendation of the Nomination, Remuneration and Compensation Committee ('NRC') and subject to approval of shareholders, have approved the appointment of Mr. Sachidanandan Menon (DIN: 06642819) as an Additional Director in the capacity of an Independent Director with effect from February 4, 2025 for a term of five consecutive years.

NRC, inter alia, has identified experience in Governance, Leadership capabilities, Expertise in strategic management, direct and indirect taxation and financial modeling as the skills and capabilities required for the role. Considering the profile and experience of Mr. Sachidanandan Menon, the NRC and the Board is of the view that he meets the above skills and capabilities.

Mr. Menon is not disqualified from being appointed as a director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a Director of the Company.

The Company has also received declaration from him that he meets the criteria of independence as prescribed, both, under section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines / circulars issued from time to time.

In the opinion of the Board, Mr. Menon fulfills the conditions as specified in Listing Regulations and is independent of the Management.

The Board is also of the opinion that Mr. Menon is a person of integrity and considering his qualifications, extensive knowledge and rich experience in various sectors, his appointment is in the interest of the Company. His association would be of immense benefit and value to the Company and, therefore, the Board recommends his appointment as an Independent Director to the Members.

Brief profile and other requisite details of Mr. Menon, in terms of Regulation 36 of the Listing Regulations and the SS-2 is given under:

### **Brief Profile:**

Mr. Sachidanandan Menon has over four decades of experience in Indirect Taxes and management. He has served as a Senior Partner & Country Head of Indirect Tax at KPMG India. Throughout the career, he has held pivotal leadership positions at renowned organizations such as PwC, EY, and KPMG. He has a proven track record of leading successful business transformations, mentoring professionals and shaping tax policy at national and international levels.

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# TRANSWARRANTY FINANCE LIMITED

## Other Information:

Age	64 years
Qualifications	Certificate Course in Managing and Transforming Professional Services Firms, Bachelor of Legislative Law (L.L.B), Postgraduate Diploma in Business Management (P.G.D.M) and Bachelor of Commerce (B.Com)
Experience	As mentioned in the brief profile above
Terms and conditions of appointment	<a href="https://www.transwarranty.com/Investors/Policies">https://www.transwarranty.com/Investors/Policies</a>
Remuneration last drawn (FY 2024)	Not applicable
Remuneration proposed to be paid	He will be eligible for sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
Date of first appointment on the Board	February 04, 2025
Shareholding in the Company	Nil
Relationship with other Directors /Managers/ Key Managerial Personnel	He is not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2025	Nil
Directorships in other listed entities	Nil
Resignation during past 3 years from listed companies	Nil
Membership/Chairmanship of Committees of other Boards	Chairmanships: Nil Memberships: Nil
Nature of expertise in specific functional areas	As mentioned in the brief profile above

In terms of regulation 25(2A) of the Listing Regulations, a special resolution is required to be passed for appointment of an Independent Director. Further, as per Regulation 17(1C) of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought through this postal ballot for the appointment of Mr. Sachidanandan Menon as an Independent Director, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from February 4, 2025 upto February 3, 2030.

### Interest of Directors and KMP:

- Mr. Sachidanandan Menon, being the appointee and to the extent of his remuneration and shareholding in the Company, if any, is deemed to be interested in this item of business.
- Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 1 of the Notice.

The Board recommends passing of the special resolution as set out at Item No. 1 of the Notice for approval by members.

### **For Item No. 2:**

The members of the Company at their 26<sup>th</sup> Annual General Meeting had approved the appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707) as an Executive Director of the Company for the tenure of five years with effect from February 25, 2020 upto February 24, 2025.

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# TRANSWARRANTY FINANCE LIMITED

Considering the growth and complexity of the business of the Company, the Board, at its meeting held on February 04, 2025 based on the recommendation of the Nomination, Remuneration and Compensation Committee ('NRC'), approved the re-appointment of Mr. Ramachandran Unnikrishnan, Chief Financial Officer of the Company as an Executive Director, liable to retire by rotation, with effect from February 24, 2025 for the period of five years, subject to the approval of the members.

Mr. Ramachandran Unnikrishnan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Further, he is not disqualified from being appointed as an Executive Director as per Schedule V of the Act. Furthermore, he has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as a Director of the Company. He meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines / circulars issued from time to time.

In connection with the aforementioned, a notice in writing in the prescribed manner as required by Section 160 of the Act and rules made thereunder, has been received by the Company, proposing the candidature of Mr. Unnikrishnan for the office of the director.

Brief profile and other requisite details of Mr. Unnikrishnan, in terms of Regulation 36 of the SEBI Listing Regulations and the SS-2 is given under:

## **Brief Profile:**

Mr. Ramachandran Unnikrishnan is a Fellow Member of the Institute of Chartered Accountants of India (ICAI). With extensive expertise in audit, capital markets, and investment banking, he was previously a Senior Partner at M/s. Haridas Associates, a leading CA firm in Mumbai. Currently, he serves as the Managing Director of Vertex Securities Limited and as a Director of its step-down subsidiary, Vertex Commodities and Finpro Pvt. Limited and as the CFO of Transwarranty Finance Limited. His strong academic foundation includes a CA qualification and a B.Com (Hons) degree.

## **Other information:**

Age	68 years
Qualifications	Chartered Accountant and B. Com (Hons)
Experience	<p>He is a successful Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India. He was a Senior Partner with M/s. Haridas Associates, a leading firm of Chartered Accountants in Mumbai.</p> <p>He has an excellent knowledge in Audit, Capital Market and Investment Banking.</p> <p>He is also the Managing Director of the subsidiary Company, Vertex Securities Limited and a Director of step down subsidiary Vertex Commodities And Finpro Pvt. Limited.</p>
Terms and conditions of appointment	Re-appointed as an Executive Director for the term of 5 years w.e.f. February 24, 2025 and shall be liable to retire by rotation

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# TRANSWARRANTY FINANCE LIMITED

Remuneration last drawn (FY 2024)	Nil						
Remuneration proposed to be paid	Nil						
Date of first appointment on the Board	February 25, 2015						
Shareholding in the Company	266,909 equity shares						
Relationship with other Directors /Managers/ Key Managerial Personnel	He is not related to any Director / Manager / Key Managerial Personnel of the Company.						
Number of meetings of the Board attended during FY2025	7 (Seven)						
Directorships in other listed entities	One						
Resignation during past 3 years from listed companies	No						
Membership/Chairmanship of Committees of other Boards	Chairmanships: Nil Memberships: <table border="1"> <thead> <tr> <th>Committees</th><th>Company</th></tr> </thead> <tbody> <tr> <td>Audit Committee</td><td>Vertex Securities Limited</td></tr> <tr> <td>Stakeholders Relationship Committee</td><td></td></tr> </tbody> </table>	Committees	Company	Audit Committee	Vertex Securities Limited	Stakeholders Relationship Committee	
Committees	Company						
Audit Committee	Vertex Securities Limited						
Stakeholders Relationship Committee							
Nature of expertise in specific functional areas	As mentioned in the brief profile above						

Mr. Unnikrishnan is not drawing any remuneration from the Company in the capacity of Executive Director and CFO. However, he may be entitled to Stock Options, if any, as per the Company Policy and/or as decided by the Board.

As per Section 196 of the Act, and as per Regulation 17 of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders at the next general meeting or within a period of three months, whichever is earlier. Accordingly, approval of members is being sought for the appointment of Mr. Unnikrishnan, CFO as an Executive Director, liable to retire by rotation, to hold office for a period of five (5) years with effect from February 24, 2025 upto February 23, 2030.

## Interest of Directors and KMP:

- Mr. Ramachandran Unnikrishnan, being the appointee and to the extent of his shareholding in the Company, is deemed to be interested in this item of business.
- Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.

The Board recommends passing the ordinary resolution as set out at Item No. 2 of the Notice for approval by members.

## **For Item No. 3:**

The Board, based on the recommendation of the Nomination, Remuneration and Compensation Committee ('NRC') approved the appointment of Ms. Rhujuta D. Kene (DIN: 11014930) as an Additional Non-Executive Independent Woman Director of the Company, subject to the approval of members, with effect from March 27, 2025 for a term of five consecutive years.

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# TRANSWARRANTY FINANCE LIMITED

NRC, inter alia, has identified experience in Governance, Leadership capabilities, Expertise in strategic management, Understanding of Information Technology operations, controls and systems and Global experience/international exposure as the skills and capabilities required for the role. Considering the profile and experience of Ms. Rhujuta D. Kene, the NRC and the Board is of the view that she meets the above skills and capabilities.

Ms. Kene is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as a Director of the Company.

The Company has also received declaration from her that she meets the criteria of independence as prescribed, both, under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and meets the Fit and Proper criteria prescribed by the Reserve Bank of India ("RBI") and other applicable guidelines / circulars issued from time to time.

In the opinion of the Board, Ms. Kene fulfills the conditions as specified in Listing Regulations and is independent of the Management.

The Board is also of the opinion that Ms. Kene is a person of integrity and considering her qualifications, extensive knowledge and rich experience in various sectors, her appointment is in the interest of the Company. Her association would be of immense benefit and value to the Company and, therefore, the Board recommends her appointment as an Independent Woman Director to the Members.

Brief profile and other requisite details of Ms. Kene, in terms of Regulation 36 of the Listing Regulations and the SS-2 is given under:

## **Brief Profile:**

Ms. Rhujuta D. Kene is a graduate in Engineering with added qualifications of Master of Science in Finance and MBA in Finance. Ms. Kene is a Banking & Financial Services functional consultant with over 24 years of work experience in consulting, technology, commercial and investment banks, central banks in India, USA, UK, Japan, Mexico, Vietnam, UAE, Saudi Arabia. She has experience as a Subject Matter Expert, Solutions consultant, Business Development, Presales, Business Analyst, Data analyst, Credit analyst, Treasury dealer for various international and Indian Banks for business and technology transformation, regulatory compliance, data warehousing, analytics, reporting and product implementation.

## **Other Information:**

Age	55 years
Qualifications	As mentioned in the brief profile above
Experience	As mentioned in the brief profile above
Terms and conditions of appointment	<a href="https://www.transwarranty.com/Investors/Policies">https://www.transwarranty.com/Investors/Policies</a>
Remuneration last drawn (FY 2024)	Not applicable
Remuneration proposed to be paid	She will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
Date of first appointment on the Board	March 27, 2025
Shareholding in the Company	Nil

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# TRANSWARRANTY FINANCE LIMITED

Relationship with other Directors /Managers/ Key Managerial Personnel	She is not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2025	Not applicable
Directorships in other listed entities	Nil
Resignation during past 3 years from listed companies	Nil
Membership/Chairmanship of Committees of other Boards	Chairmanships: Nil Memberships: Nil
Nature of expertise in specific functional areas	As mentioned in the brief profile above

In terms of regulation 25(2A) of the Listing Regulations, a special resolution is required to be passed for appointment of an Independent Woman Director. Further, as per Regulation 17 of the Listing Regulations, appointment of a person on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought through this postal ballot for the appointment of Ms. Rhujuta D. Kene as an Independent Woman Director, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from March 27, 2025 upto March 26, 2030.

#### Interest of Directors and KMP:

- Ms. Rhujuta D. Kene, being the appointee and to the extent of her remuneration and shareholding in the Company, if any, is deemed to be interested in this item of business.
- Save and except above, no other Director/Key Managerial Personnel and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 3 of this Notice.

The Board recommends passing of the special resolution as set out at Item No. 3 of this Notice for approval by members.

**Place: Mumbai**

**Date: March 31, 2025**

**By order of the Board  
For Transwarranty Finance Limited**

Sd/-  
**Suhas Borgaonkar**  
Company Secretary and Compliance Officer  
Membership No. A3391

**CIN: L65920MH1994PLC080220**

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